

Information for shareholders regarding the Annual General Meeting of Shareholders of Fondaction, le Fonds de développement de la Confédération des syndicats nationaux pour la coopération et l'emploi ("Fondaction"), to be held in person at the Salle Grandes Portées A on the Longueuil Campus of the Université de Sherbrooke, at 150 Place Charles-Le Moyne, in Longueuil, and via Live Webcast at 9:30 a.m. on Saturday, September 16, 2023.

Annual General Meeting Nomination process

Election of two directors – positions nos. 8 and 11

At the Annual General Meeting, the shareholders shall elect two directors for a two-year term. Those elected will hold office until the expiry of their term or until a successor is elected or appointed. Nominations must have been submitted and received by Fondaction no later than 5:00 p.m. on Friday, August 25, 2023. The individuals who currently hold these positions may be re-elected.

Position No. 8 is currently held by Ms. Pierrette Poirier and position No. 11, by Ms. Isabelle Monette. An individual must not apply for more than one position at the same Meeting.

Nomination form

Candidates must obtain the Nomination Form:

- from Fondaction's website at www.fondaction.com/aga
- by email sent to: avislegal@fondaction.com
- by phone at **514 525-2054**
- by regular mail sent to **2175 De Maisonneuve Boulevard East, Suite 103, Montréal, Québec H2K 4S3**

and have completed and sent this form by email (avislegal@fondaction.com) or regular mail (2175 De Maisonneuve Boulevard East, Suite 103, Montréal, Québec H2K 4S3 to the attention of the Director, Legal Affairs) no later than 5:00 p.m. on Friday, August 25, 2023. Please note that every nomination must be supported by 10 Fondaction shareholders.

The candidate must fill out, on the Nomination Form, the information concerning 10 shareholders who have given their support. In order to facilitate the nomination process, Fondaction will accept, as an alternative to the normally required handwritten signatures of the individuals supporting a candidate, attestations of the support of the 10 shareholders by email no later than 5:00 p.m. on Friday, August 25, 2023 to the following email address: avislegal@fondaction.com. Shareholders who endorse a candidate must use an email account that clearly reflects their identity for validation purposes. To ensure that this criterion is met, it is strongly recommended that candidates obtain the support of more than 10 shareholders. Each endorsement will be validated individually to ensure that all candidates receive 10 endorsements from Fondaction's shareholders. Should an endorsement be rejected, the candidate will be notified and given 48 hours to submit a new endorsement, which will also be validated. For any questions regarding these changes, please call Louis Juneau, Director, Legal Affairs, at 514 525-2054.

Any incomplete, false or misleading declaration or a form that is not duly completed may result in the nomination being rejected. The Secretary of Fondaction, or any other individual whom the Board of Directors may designate, shall determine if the forms have been duly completed within the established deadlines and if the candidates meet the qualification criteria below. Individuals who have submitted their nominations will be notified of their nomination's admissibility by phone and in writing prior to the Annual General Meeting. At the same time, they will be informed of any other eligible candidates seeking the same position.

Qualification criteria for the position of director elected by the shareholders at the Annual General Meeting

Candidates for the director position must be Fondation shareholders and at least 18 years of age, must not be under tutorship or curatorship, an undischarged bankrupt or prohibited by a court from holding office as a director and must not have been declared unfit by a court. Candidates must also not have been declared guilty of any criminal act of fraud or dishonesty.

In submitting the Nomination Form, candidates give their consent to Fondation or any firm mandated by Fondation to perform a credit and criminal background check to ensure that there are no prior criminal acts of fraud or dishonesty. A consent form for a credit and criminal background check will therefore be sent by secure mail to be signed by the candidates. Fondation will complete the form using the information from the shareholders' files and will contact the candidates by phone if additional information is required.

Candidates profiles

By means of a text of 200 words or less, candidates must submit their profiles describing their training, relevant experience, and reasons for submitting their nomination. These profiles will be made available at Fondation's Annual General Meeting of Shareholders on Saturday, September 16, 2023. (*See below for the "Overall profile sought within Fondation's Board of Directors").

Mandataries of Fondation

The directors are considered mandataries of Fondation. In performing their duties, they must fulfill the obligations that are required of them under laws and regulations and act within the limits of the powers conferred on them.

Role of Fondation's Board of Directors

The Board of Directors may generally exercise all powers and responsibilities, take any action, and enter into any contract authorized with regard to Fondation unless legislation or regulations explicitly require that they be voted on at Fondation's General Meeting. It oversees Fondation's operations and financial position and sets the remuneration of the independent auditor.

General duties of the directors

- Duty to act with prudence and diligence, and
- Duty to act with honesty and loyalty in the interest of the corporation.

* Overall profile sought within Fondation's Board of Directors

1. Members of the Board of Directors must be able to use good judgment, demonstrate integrity and be socially responsible.

2. They must make themselves available as required to perform their duties.

3. Through their expertise and commitment, they contribute to achieving the main aspects of Fondation's mission, i.e. to support workers in their efforts to save more for retirement and to channel these accumulated investments for the social, economic and environmental benefit of Québec.

4. They must have several of the following skills: knowledge in the area of savings and an understanding of retirement issues; skills in sustainable finance, the application of ESG criteria or impact investing; knowledge of environmental matters and of sustainable development; expertise in social issues including social inequality, diversity, inclusion, participatory management in business and social economy development; knowledge of local, regional and sectoral development issues; financial literacy, including knowledge of corporate finance and valuation, and of financial markets; knowledge of information technology and cyber security issues; governance and management experience; and a legal or accounting background.

5. Among those who meet the above criteria, Fondation seeks a balance within its Board of Directors, notably in terms of gender representation, diverse professional backgrounds and experience, varied ethnic and cultural origins as well as representation of various regions and age groups, thereby reflecting all the different components of its body of shareholders and of Québec society.
